

CANADIAN DEVONIAN PETROLEUMS LIMITED

Notice of Special General Meeting

TAKE NOTICE that a Special General Meeting of the Shareholders of Canadian Devonian Petroleum Limited ("the Company") will be held on the Eleventh Floor, Board of Trade Building, 11 Adelaide Street West, Toronto, Ontario, Canada, on Monday, the 26th day of August, 1963, at the hour of 1.45 o'clock in the afternoon, Eastern Daylight Saving Time, for the following purposes:

1. To consider passing a resolution confirming an agreement dated the 30th day of July, 1963 between the Company and The Teck-Hughes Gold Mines, Limited ("Teck-Hughes"), providing for the purchase by the Company of all the assets and undertaking of Teck-Hughes as a going concern, save and except its holdings of shares of the Company, for a consideration of \$10,778,706, to be satisfied by the issuance of 1,370,500 fully paid and non-assessable shares without par value of the Company, after the assumption by the Company of all liabilities of Teck-Hughes (other than any liabilities to capital stock and surplus), which consideration is subject to increase or decrease as in the said agreement set out, subject to all the terms and conditions of the said agreement. A copy of the proposed form of resolution and a true copy of the said agreement are contained in the Explanatory Information hereinafter referred to.
2. To consider and sanction, subject to such amendments or variations as may be approved at the meeting, By-law No. 10 enacted by the directors of the Company on the 31st day of July, 1963, which provides for an increase in the number of directors of the Company from nine to twelve. A true copy of By-law No. 10 is contained in the said Explanatory Information.
3. To consider and sanction, subject to such amendments or variations as may be approved at the meeting, By-law No. 11 enacted by the directors of the Company on the 31st day of July, 1963, being a by-law authorizing an application for the grant of Supplementary Letters Patent changing the corporate name to TECK CORPORATION LIMITED and providing for the division of the Board of Directors into three classes composed of four directors each to be elected in rotation. A true copy of By-law No. 11 is contained in the said Explanatory Information.
4. To consider and sanction, subject to such amendments or variations as may be approved at the meeting, By-law No. 12 enacted by the directors of the Company on the 31st day of July, 1963, being a by-law providing for the repeal of By-law No. 1 and otherwise relating generally to the transaction of the business and affairs of the Company. A true copy of By-law No. 12 may be inspected or obtained by any shareholder at the executive offices of the Company, Suite 1000, 11 Adelaide Street West, Toronto, Ontario, Canada, or Royalite Building, Calgary, Alberta, Canada.
5. To transact such further or other business as may properly come before the meeting or any adjournment thereof.

Messrs. N. B. Keevil, W. H. Keith, J. D. Leishman, D. A. Perigoe, J. H. Westell and R. M. Butler, being directors of the Company, are also shareholders and/or directors of Teck-Hughes.

Enclosed herewith is a booklet entitled "Explanatory Information" in which are contained a true copy of the agreement between the Company and Teck-Hughes and a copy of the proposed form of shareholders' resolution relating to the said agreement, true copies of By-laws Nos. 10 and 11 and other explanatory material and relevant financial statements of the Company and Teck-Hughes.

Shareholders are entitled to vote at the meeting either in person or by proxy in accordance with the provisions of the Companies Act. Enclosed herewith is a form of Instrument of Proxy which contains not only the names of certain directors of the Company, but also a space for the insertion by any shareholder if he so desires of a name of another proxy of his choice. Shareholders who are unable or who are not expecting to be present at the meeting are urged to complete and return the aforesaid Instrument of Proxy to the Company forthwith in the enclosed self-addressed envelope (postage prepaid in Canada.)

DATED at Toronto, Ontario, Canada, this 31st day of July, 1963.

By Order of the Board,
R. MICHAEL BUTLER,
Secretary.

